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January 14, 1988

RECORDATION NO. 13134 FILED 1/15/88

8-036A015

FEB 5 1988

To the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: Recordation Number 13134

INTERSTATE COMMERCE COMMISSION

13.00

ICC Washington, D.C.

\$13.00 filing fee

Dear Secretary:

We are attorneys for North American Railcar Partners, Ltd., 1981-I. Pursuant to 49 U.S.C. Section 11303 and the Commission's Rules and Regulations thereunder, enclosed for filing on behalf of North American Railcar Partners, Ltd. 1981-I are two executed originals of the following document:

Assignment of Leases dated as of January 20, 1988 between North American Railcar Partners, Ltd., 1981-I ("NARP") and North American Railcar Investors, Inc., as general partner for NARP (the "General Partner").

The names and addresses of the parties to this document are:

Assignor: North American Railcar Partners, Ltd., 1981-I
33 West Monroe Street
Chicago, Illinois 60603

NAC Railcar Investors, Inc.
33 West Monroe Street
Chicago, Illinois 60603

Assignee: General Electric Railcar Services Corporation
33 West Monroe Street
Chicago, Illinois 60603

This document supplements the Instrument of Assignment dated June 3, 1981 between North American Car Corporation and the Trustees of General Electric Pension Trust, and filed with the Interstate Commerce Commission under Recordation No. 13134 and any subparts thereto.

13134-C

this will be C
(as filed 1/15/88)

PEDERSEN & HOUPt

To the Secretary
January 14, 1988
Page 2

A short summary of the document may be:

Assignment of Leases

Please file and record the documents referred to in this letter under Recordation Number 13134. Please return the documents not needed by the Commission for Recordation to General Electric Railcar Services Corporation.

Very truly yours,



PEDERSEN & HOUPt, P.C.

AMB/wp

FEB 5 1988 2:42 PM

ASSIGNMENT OF LEASES

INTERSTATE COMMERCE COMMISSION

THIS ASSIGNMENT (the "Assignment") is made as of January 20, 1988, by and between NORTH AMERICAN RAILCAR PARTNERS, LTD., 1981-I, an Illinois limited partnership (the "Partnership"), NAC RAILCAR INVESTORS, INC., a Delaware corporation, and general partner of the Partnership, as assignors, ("Assignors"), and GENERAL ELECTRIC RAILCAR SERVICES CORPORATION, a Delaware corporation, as assignee ("Assignee").

Pursuant to that certain Asset Purchase Agreement dated as of September 15, 1987 (the "Agreement"), between Assignors and Assignee, Assignors have agreed, upon the terms more fully set forth in the Agreement, to transfer certain assets to Assignee.

FOR VALUE RECEIVED, Assignors hereby GRANT, TRANSFER, ASSIGN, SET OVER and CONVEY to Assignee all of the right, title and interest of Assignors in, to and under the Leases listed on Schedule 1 attached hereto (the "Leases").

Assignee hereby accepts this Assignment and the Leases and agrees to undertake, on behalf of Assignors, to pay, perform and discharge, when due under the terms of the Leases, all of the liabilities of Assignors under the Leases.

Capitalized terms used herein and not defined shall have the same meaning given to them in the Agreement.

IN WITNESS WHEREOF, Assignors and Assignee have executed this Assignment as of the date first written above.

ASSIGNORS:

NORTH AMERICAN RAILCAR PARTNERS,
LTD., 1981-I

By NAC RAILCAR PARTNERS, INC.,
its General partners

By Michael A. Zeld
President

NAC RAILCAR PARTNERS, INC.

By Michael A. Zeld
President

ASSIGNEE:

GENERAL ELECTRIC RAILCAR SERVICES
CORPORATION

By Frank J. Lowe
Vice-President

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

I, Kathleen A. McDonough, a Notary Public
in and for said County, in the State aforesaid, DO HEREBY
CERTIFY that Winston I. Lowe, Vice-President of GENERAL
ELECTRIC RAILCAR SERVICES CORP., who is personally known to
me to be the same person whose name is subscribed to the
foregoing instrument, as such Vice-President, appeared before
me this day in person, and acknowledged that he signed and
delivered the said instrument as his own free and voluntary
act and as the act of said corporation for the uses and
purposes therein set forth.

GIVEN under my hand and notarial seal, this 20th
day of January, 1988.

Kathleen A. McDonough
Notary Public

My Commission Expires:

KATHLEEN A. McDONOUGH
Notary Public, State of New York
No. 30-4758755
Qualified in Nassau County
Commission Expires November 30, 1988
47660.145/1-11

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, Kathleen A. McDonough, a Notary Public
in and for said County, in the State aforesaid, DO HEREBY
CERTIFY that Michael A. Feder, President of NAC RAILCAR
PARTNERS, INC., who is personally known to me to be the same
person whose name is subscribed to the foregoing instrument,
as such President, appeared before me this day in person, and
acknowledged that he signed and delivered the said instrument
as his own free and voluntary act and as the act of said
corporation for the uses and purposes therein set forth.

GIVEN under my hand and notarial seal, this 20th
day of January, 1988.

Kathleen C. McDonough
Notary Public

My Commission Expires:

47660.145/1-10

KATHLEEN A. McDONOUGH
Notary Public, State of New York
No. 30-47E8765
Qualified in Nassau County
Commission Expires November 30, 1988

SCHEDULE 1

- (a) the Cars listed on Annex A hereto, together with all accessories, equipment, parts and appurtenances appertaining or attached to the Cars, whether now owned or hereafter acquired, and all substitutions, renewals or replacements of, and additions, improvements and accessions to, the Cars;
- (b) the Leases, together with all rights, powers, privileges and other benefits of Seller under the Leases in respect of the Cars, and all rentals, per diem, mileage or other payments now or hereafter to become payable to Seller in respect of the Cars, whether under or pursuant to the provisions of any of the Leases or otherwise;
- (c) any and all proceeds of the conversion, voluntary or involuntary, of any of the foregoing into cash or other liquidated claims, including, without limitation, all proceeds of insurance maintained by Seller or by railroads or other Persons, and all condemnation awards; and
- (d) any and all collateral in which the Trustees were granted a security interest pursuant to the terms of the Security Agreement.

LEASES TO BE ASSIGNED

ANNEX A

CAK5002 00104

CARS IN SERVICE WITH DODGE Factories, 1941-1945

三六九

CAR5002
00104

COKE IN SKULL WITH DARK HAIR

卷之三

CAG5002 00104

CARS IN SERVICE WITH CROWN PAINTERS, INC.

卷之三

LHF3003 00104

Contract Number

૧૫

Car	Location	CARS IN SERVICE WITH MARK FOR THREE OR MORE YEARS

Kent State/DeSales Step/Hart

JAN 2005 VOL

Contract Number

146

5

CARS IN CHINA WITH BLACK PLATES, S. HU.

AM5002 00104

Content Number

LAKS IN SÄKULÄR MILJÖ (MARK FREDRIKSSON, 'HÖG')

Locations

fig. 9

4

四百三

GATE001 00104

CLASS IN SERVICE WITH NORTH EASTERN, 1911

Contract Number

Location (a) Number

4

Start/Rate Stop/Use

CAKSKU. 3014

Contract Number

Control Type

Location

[44] *Nushayat*

1553

Fig. 1

Start/Rate Stop/Rate

TAKS IN SŁOWIA WŁAŚCICIELSKIE 101

卷之三

TAKES IN SERVICE WITH THE FEDERALISTS. 111

卷之三

CAR3002 00104

Contract Number **Type**

Location	Far
RAKU IN SERVICE WITH DIAKAR PARTNERS (H) LTD.	

Kent Start/Date Stop/Date

C4K5002 00104

Centre Number

CAMS IN SAKURIT WITH THREE PATENTS, '41.

Location last visited

三

四

en/doing analysis

